

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

Eastern District of Virginia  
(State)

Case number (if known): \_\_\_\_\_ Chapter 11

☐ Check if this is an amended filing

Official Form 201

# Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Toys "R" Us Property Company I, LLC

2. All other names debtor used in the last 8 years TRU 2005 RE Holding Co. 1, LLC

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 04-3829291

4. Debtor's address Principal place of business Mailing address, if different from principal place of business

One Geoffrey Way

Number Street

Number Street

P.O. Box

Wayne, New Jersey 07470

City State Zip Code

City State Zip Code

Location of principal assets, if different from principal place of business

Passaic County, New Jersey

County

Number Street

City State Zip Code

5. Debtor's website (URL) https://www.toysrus.com

6. Type of debtor ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
☐ Partnership (excluding LLP)  
☐ Other. Specify: \_\_\_\_\_

Debtor Toys "R" Us Property Company I, LLC  
Name

Case number (if known) \_\_\_\_\_

**7. Describe debtor's business****A. Check One:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

**B. Check all that apply:**

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

**C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes> .**  
**4521 (Department Stores)**

**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check One:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**☒ No☐ Yes.

District \_\_\_\_\_

When \_\_\_\_\_

MM/DD/YYYY

Case number \_\_\_\_\_

If more than 2 cases, attach a separate list.

District \_\_\_\_\_

When \_\_\_\_\_

MM/DD/YYYY

Case number \_\_\_\_\_

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**☐ No☒ Yes.

Debtor

**See Rider 1**

Relationship

**Affiliate**

District

**Eastern District of Virginia**

When

**09/18/2017**

List all cases. If more than 1, attach a separate list.

Case number, if known \_\_\_\_\_

MM / DD / YYYY

Debtor Toys "R" Us Property Company I, LLC  
Name

Case number (if known) \_\_\_\_\_

**11. Why is the case filed in this district?***Check all that apply:*

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention? (Check all that apply.)**

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? \_\_\_\_\_

- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other \_\_\_\_\_

**Where is the property?**

Number Street

City State Zip Code

**Is the property insured?**

- ☐ No
- ☐ Yes. Insurance agency \_\_\_\_\_
- Contact name \_\_\_\_\_
- Phone \_\_\_\_\_

**Statistical and administrative information****13. Debtor's estimation of available funds***Check one:*

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

- |                                  |   |  |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49    | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000     |
| <input type="checkbox"/> 50-99   | <input type="checkbox"/> 5,001-10,000           | <input type="checkbox"/> 50,001-100,000    |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000          | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 |   |  |

**15. Estimated assets**

- |  |  |   |
|--|--|---|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input type="checkbox"/> \$1,000,000,001-\$10 billion         |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion        |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion               |

Debtor Toys "R" Us Property Company I, LLC  
Name

Case number (if known)

**16. Estimated liabilities**

<input type="checkbox"/> \$0-\$50,000	<input type="checkbox"/> \$1,000,001-\$10 million	<input checked="" type="checkbox"/> \$500,000,001-\$1 billion
<input type="checkbox"/> \$50,001-\$100,000	<input type="checkbox"/> \$10,000,001-\$50 million	<input type="checkbox"/> \$1,000,000,001-\$10 billion
<input type="checkbox"/> \$100,001-\$500,000	<input type="checkbox"/> \$50,000,001-\$100 million	<input type="checkbox"/> \$10,000,000,001-\$50 billion
<input type="checkbox"/> \$500,001-\$1 million	<input type="checkbox"/> \$100,000,001-\$500 million	<input type="checkbox"/> More than \$50 billion

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 03/20/2018  
MM/ DD / YYYY

**X**/s/ James Young

Signature of authorized representative of debtor

James Young

Printed name

Title Authorized Signatory**18. Signature of attorney****X**/s/ Michael A. Condyles

Signature of attorney for debtor

Date

03/20/2018

MM/ DD/YYYY

Michael A. Condyles

Printed name

Kutak Rock LLP

Firm name

901 East Byrd Street, Suite 1000

Number

Street

Richmond

City

VA

State

23219-4071

ZIP Code

804-343-5227

Contact phone

michael.condyles@kutakrock.com

Email address

27807

Bar number

VA

State

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

Eastern District of Virginia  
(State)

Case number (if known): \_\_\_\_\_ Chapter 11

☐ Check if this is an amended filing

**Rider 1**

**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On September 18, 2017, each of the entities listed below (collectively, the “Initial Debtors”) filed a petition in the United States Bankruptcy Court for the Eastern District of Virginia for relief under chapter 11 of title 11 of the United States Code. The Initial Debtors’ cases are jointly administered under case number 17-34665 (KLP), which is assigned to the chapter 11 case of Initial Debtor Toys “R” Us, Inc.

Toys “R” Us, Inc.
Babies “R” Us (Australia) Pty Ltd
Geoffrey Holdings, LLC
Geoffrey International, LLC
Geoffrey, LLC
Giraffe Holdings, LLC
Giraffe Junior Holdings, LLC
MAP 2005 Real Estate, LLC
Toys “R” Us - Value, Inc.
Toys “R” Us (Australia) Pty Ltd
Toys “R” Us (Canada) Ltd.
Toys “R” Us Delaware Inc.
Toys “R” Us Financial Services Limited
Toys “R” Us Property Company II, LLC
Toys “R” Us, Europe, LLC
Toys Acquisition, LLC
Toys R Us (UK) Limited
Toys R Us GmbH
Toys R Us Limited
Toys R Us Properties Limited
TRU (BVI) Finance II, Ltd.
TRU (Holdings) Limited
TRU (UK) H4 Limited
TRU (UK) H6, LLC
TRU (UK) H7 Limited
TRU (UK) H8 Limited
TRU Australia Holdings, LLC
TRU Europe Limited
TRU Global Imports B.V.
TRU Guam, LLC
TRU of Puerto Rico, Inc.
TRU Taj (Europe) Holdings, LLC
TRU Taj Finance, Inc.
TRU Taj Holdings 1, LLC
TRU Taj Holdings 2 Limited
TRU Taj Holdings 3, LLC
TRU Taj LLC
TRU-SVC, Inc.
Wayne Real Estate Parent Company, LLC

On the date hereof, each of the entities listed below (collectively, the “Propco I Debtors”) filed a petition in the United States Bankruptcy Court for the Eastern District of Virginia for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to Propco I Debtor Toys “R” Us Property Company I, LLC.

Toys “R” Us Property Company I, LLC
MAP Real Estate, LLC
Wayne Real Estate Holding Company, LLC
Wayne Real Estate Company, LLC
TRU 2005 RE I, LLC
TRU 2005 RE II Trust

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:	)	Chapter 11
TOYS "R" US PROPERTY COMPANY I, LLC,	)	Case No. 18-_____(____)
Debtor.	)	

## LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Toys “R” Us Property Company I, LLC	Wayne Real Estate Holding Company, LLC	One Geoffrey Way Wayne, New Jersey 07470	99.99%
Toys “R” Us Property Company I, LLC	Wayne Real Estate Parent Company, LLC	One Geoffrey Way Wayne, New Jersey 07470	0.01%

<sup>1</sup> This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF VIRGINIA  
RICHMOND DIVISION**

In re:	)	
	)	Chapter 11
TOYS "R" US PROPERTY COMPANY I, LLC,	)	
	)	Case No. 18-_____(____)
Debtor.	)	
	)	

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
Wayne Real Estate Holding Company, LLC	99.99%



**Fill in this information to identify the case:**

Debtor name Toys "R" US Property Company I, LLC

United States Bankruptcy Court for the: Eastern District of Virginia

Case number (If known): \_\_\_\_\_ (State)

☐ Check if this is an amended filing

## Official Form 204

### Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 29 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 29 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 29 largest unsecured claims.<sup>1</sup>

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
1	Guggenheim Partners See Note Below		Term Loan				\$129,722,735
2	JPMorgan Chase Bank, N.A. See Note Below		Term Loan				\$107,948,080
3	H/2 Capital Partners See Note Below		Term Loan				\$107,794,505
4	Glendon Capital Management, L.P. See Note Below		Term Loan				\$84,128,926
5	Eaton Vance Management See Note Below		Term Loan				\$84,127,451

<sup>1</sup> The following list excludes deficiency claims arising under the Debtors' funded debt documents as well as amounts of funded debt claims in the Debtors held by other Debtors.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim  (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim  If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
6	Deutsche Bank See Note Below		Term Loan				\$61,174,781
7	Redwood Capital Management, LLC See Note Below		Term Loan				\$43,795,139
8	Seix Investment Advisors Inc See Note Below		Term Loan				\$38,073,803
9	Oaktree Capital Management, L.P. See Note Below		Term Loan				\$31,129,744
10	Societe Generale See Note Below		Term Loan				\$27,707,589
11	Mitsubishi UFJ Securities International PLC See Note Below		Term Loan				\$24,604,412
12	Empyrean Capital Partners, LP See Note Below		Term Loan				\$22,359,067
13	Whitebox Advisors See Note Below		Term Loan				\$15,000,000
14	HSBC Bank USA, National Association See Note Below		Term Loan				\$14,575,284
15	Lord, Abbett & Co. LLC See Note Below		Term Loan				\$12,480,986
16	Loomis Sayles & Co. See Note Below		Term Loan				\$8,715,826

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim  (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim  If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
17	USAA Investment Management Co. See Note Below		Term Loan				\$7,164,963
18	AEGON USA Investment Management, LLC See Note Below		Term Loan				\$6,025,000
19	Arena Capital See Note Below		Term Loan				\$5,000,000
20	Westport Capital Partners LLC See Note Below		Term Loan				\$5,000,000
21	Goldman Sachs Asset Management, LP. See Note Below		Term Loan				\$4,620,007
22	Wells Fargo Bank, N.A. See Note Below		Term Loan				\$4,437,652
23	Graham Capital Management See Note Below		Term Loan				\$4,067,601
24	Quadrant Capital Advisors Inc See Note Below		Term Loan				\$3,030,069
25	Goldman Sachs Bank USA See Note Below		Term Loan				\$2,952,507
26	Morgan Stanley Investment Management Inc. See Note Below		Term Loan				\$1,367,770

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim  (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim  If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
27	Muzinich & Co. Inc. See Note Below		Term Loan				\$658,045
28	Hillmark Capital Management LP See Note Below		Term Loan				\$462,652
29	Citigroup Alternative Investments LLC See Note Below		Term Loan				\$437,981

**Note 1: The Debtor is in the process of researching noticing information for each institutional lender and will file an updated list with the court as soon as possible.**

Fill in this information to identify the case and this filing:	
Debtor Name	Toys "R" Us Property Company I, LLC
United States Bankruptcy Court for the:	Eastern District of Virginia
	(State)
Case number (If known):	

## Official Form 202

### Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

#### Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- ☐ *Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- ☐ *Schedule H: Codebtors (Official Form 206H)*
- ☐ *Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- ☐ Amended Schedule
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 29 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration List of Equity Security Holders, Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

03/20/2018  
MM/ DD/YYYY

☒ /s/ James Young

Signature of individual signing on behalf of debtor

James Young

Printed name

Authorized Signatory

Position or relationship to debtor

**WAYNE REAL ESTATE PARENT COMPANY, LLC**

**BOARD RESOLUTION**

**MARCH 19, 2018**

Effective as of the date written above, the undersigned members of the board of managers, (collectively, the “Board”) of the entity first set forth above (the “Company”) **HEREBY CONSENT** to the taking of the following actions and **HEREBY ADOPT** the following resolutions by unanimous written consent (this “Written Consent”) pursuant to the Company’s limited liability company agreement, as applicable, and the applicable laws of Delaware in which the Company is organized:

**Chapter 11 Filing**

WHEREAS, the Board of the Company has considered presentations by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company and its subsidiaries, the strategic alternatives available to them and the effect of the foregoing on the Company and its subsidiaries’ business; and

WHEREAS, the Board of the Company has consulted with the management and the financial and legal advisors of the Company and fully considered each of the strategic alternatives available to the Company and its subsidiaries.

**NOW, THEREFORE, BE IT,**

**RESOLVED**, that in the judgment of the Board of the Company, it is desirable and in the best interests of the Company and its Subsidiaries (as defined below) that the Company shall be, and hereby is, authorized to file or cause to be filed a voluntary petition for relief (the “Chapter 11 Case”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Eastern District of Virginia (the “Bankruptcy Court”) for its subsidiaries, Wayne Real Estate Holding Company, LLC (“Wayne Holdings”); Toys “R” Us Property Company, LLC (“Propco I”); MAP Real Estate, LLC (“MAP Real Estate”); Wayne Real Estate Company, LLC (“Wayne Real Estate”); TRU 2005 RE I, LLC (“TRU 2005 RE I”); and TRU 2005 RE II Trust (“TRU 2005 RE II,” and together, with Wayne Holdings, Propco I, MAP Real Estate, Wayne Real Estate, and TRU 2005 RE I, the “Subsidiaries”).

**RESOLVED**, that any officers of the Company (collectively, the “Authorized Officers”), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized, empowered and directed to execute and file on behalf of each of its Subsidiaries, all motions, papers, documents, or other filings, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of each of the Subsidiaries’ business.

## General

**RESOLVED**, that, in addition to the specific authorizations heretofore conferred upon each Authorized Officer, each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Officer's (or his designees' or delegates') judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

**RESOLVED**, that the Board of the Company has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waives any right to have received such notice.

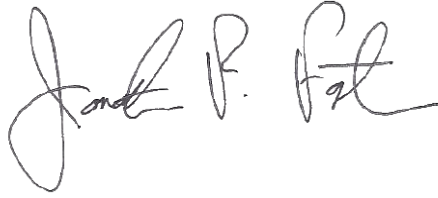
**RESOLVED**, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of the Board of the Company.

**RESOLVED**, that each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered to take all actions, or to not take any action in the name of the Company, with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Officer shall deem necessary or desirable in such Authorized Officer's reasonable business judgment, as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

This Consent may be executed in as many counterparts as may be required; all counterparts shall collectively constitute one and the same Consent.

\* \* \* \* \*

**IN WITNESS WHEREOF**, the undersigned have executed this consent as of the date first written above.

A handwritten signature in black ink, appearing to read "Jonathan Foster". The signature is fluid and cursive, with the first name "Jonathan" and last name "Foster" clearly distinguishable.

/s/

---

Jonathan Foster

/s/

---

Paul Leand



**IN WITNESS WHEREOF**, the undersigned have executed this consent as of the date first written above.

/s/

Jonathan Foster

/s/

Paul Leand

**TOYS “R” US PROPERTY COMPANY I, LLC**

**OMNIBUS RESOLUTIONS**

**MARCH 19, 2018**

Effective as of the date written above, the independent members of the board of directors, members of the board of managers, individual managers, sole managers and sole members (collectively, the “Board”), as applicable, of the entity first set forth above (the “Company”) **HEREBY CONSENT** to the taking of the following actions and **HEREBY ADOPT** the following resolutions by unanimous written consent (this “Written Consent”) pursuant to the Company’s bylaws or limited liability company agreement, as applicable, and the applicable laws of the jurisdiction in which such Company is organized:

**Chapter 11 Filing**

WHEREAS, the Board has considered presentations by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to them and the effect of the foregoing on the Company’s business; and

WHEREAS, the Board has consulted with the management and the financial and legal advisors of the Company and fully considered each of the strategic alternatives available to the Company.

**NOW, THEREFORE, BE IT,**

**RESOLVED**, that in the judgment of the Board, it is desirable and in the best interests of the Company that the Company shall be, and hereby is, authorized to file or cause to be filed voluntary petitions for relief (each a “Chapter 11 Case” and collectively, the “Chapter 11 Cases”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Eastern District of Virginia (the “Bankruptcy Court”).

**RESOLVED**, that any officers of the Company (collectively, the “Authorized Signatories”), acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered, and directed to execute and file on behalf of the Company all motions, papers, documents, or other filings, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business.

**General**

**RESOLVED**, that, in addition to the specific authorizations heretofore conferred upon each Authorized Officer, each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute,

acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Officer's (or his designees' or delegates') judgment, shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

**RESOLVED**, that the Board has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waives any right to have received such notice.


**RESOLVED**, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement, or certificate has been specifically authorized in advance by resolution of the respective Board of the Company.


**RESOLVED**, that each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered to take all actions, or to not take any action in the name of the Company, with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Officer shall deem necessary or desirable in such Authorized Officer's reasonable business judgment, as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

This Consent may be executed in as many counterparts as may be required; all counterparts shall collectively constitute one and the same Consent.

\* \* \* \* \*

**IN WITNESS WHEREOF**, the undersigned have executed this consent as of the date first written above.

/s/   
Kathryn A. Widdoes

/s/   
Steven P. Zimmer

**TOYS “R” US PROPERTY COMPANY I, LLC**

**OMNIBUS RESOLUTIONS**

**MARCH 19, 2018**

Effective as of the date written above, the undersigned members of the board of directors, members of the board of managers, individual managers, sole managers and sole members (collectively, the “Board”), as applicable, of the entity first set forth above (the “Company”) **HEREBY CONSENT** to the taking of the following actions and **HEREBY ADOPT** the following resolutions by unanimous written consent (this “Written Consent”) pursuant to the Company’s bylaws or limited liability company agreement, as applicable, and the applicable laws of the jurisdiction in which the Company is organized:

**Chapter 11 Filing**

WHEREAS, the Board of the Company has considered presentations by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to them and the effect of the foregoing on the Company’s business; and

WHEREAS, the Board of the Company has consulted with the management and the financial and legal advisors of the Company and fully considered each of the strategic alternatives available to the Company.

**NOW, THEREFORE, BE IT,**

**RESOLVED**, that in the judgment of the Board of the Company, it is desirable and in the best interests of the Company that the Company shall be, and hereby is, authorized to file or cause to be filed a voluntary petition for relief (the “Chapter 11 Case”) under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) in the United States Bankruptcy Court for the Eastern District of Virginia (the “Bankruptcy Court”); and

**RESOLVED**, that any officers of the Company (collectively, the “Authorized Signatories”), acting alone or with one or more other Authorized Signatories be, and they hereby are, authorized, empowered and directed to execute and file on behalf of the Company all motions, papers, documents, or other filings, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company’s business.

**General**

**RESOLVED**, that, in addition to the specific authorizations heretofore conferred upon each Authorized Officer, each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and

other documents and to pay all expenses, including but not limited to filing fees, in each case as in such Authorized Officer's (or his designees' or delegates') judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

**RESOLVED**, that the Board of the Company has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waives any right to have received such notice.

**RESOLVED**, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of the Board of the Company.

**RESOLVED**, that each Authorized Officer (and his designees and delegates) be, and hereby is, authorized and empowered to take all actions, or to not take any action in the name of the Company, with respect to the transactions contemplated by these resolutions hereunder, as such Authorized Officer shall deem necessary or desirable in such Authorized Officer's reasonable business judgment, as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

This Consent may be executed in as many counterparts as may be required; all counterparts shall collectively constitute one and the same Consent.

\* \* \* \* \*

**IN WITNESS WHEREOF**, the undersigned have executed this consent as of the date first written above.

/s/

Authorized Signatory for Wayne Real Estate Holding  
Company, LLC

/s/

Authorized Signatory for Wayne Real Estate Parent  
Company, LLC